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***Protection of minority shareholders in the event of
Acquisition of shares of companies
(Comparative study)***

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2009

1430



جامعة آل البيت
كلية الدراسات الفقهية والقانونية
قسم القانون
برنامج الماجستير

رسالة ماجستير بعنوان:

حماية أقلية المساهمين في حال الإستحواذ على أسهم الشركات
(دراسة مقارنة)

*Protection of minority shareholders in the event of
Acquisition of shares of companies
(Comparative study)*

إعداد

محمد حسين شمروخ المطيري

إشراف

الدكتور/ عمر فلاح العطين

التوقيع

مشرفاً ورئيساً.....

عضواً.....

عضواً.....

عضواً.....

أعضاء لجنة المناقشة

1. الدكتور/ عمر فلاح العطين

2. الدكتور/ عبدالله السوفاني

3. الدكتور/ عماد الدحيات

4. الدكتور/ فياض القضاة

قدّمت هذه الرسالة إستكمالاً لمتطلبات الحصول على درجة الماجستير في القانون بكلية الدراسات
الفقهية والقانونية في جامعة آل البيت

نوقشت وأوصي بإجازتها بتاريخ 07 / 01 / 2010 م

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الباحث

شكر وتقدير

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(Business Name) (Companies Securities,1985) (Companies Act, 1985)

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² Le Model Propse Par L'Association National des Societes par Action Bull, Joly, 1988

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	(Complementary Business)		

1 mAnne, Mergers and the Market for Corporate Control (1965). Journal of Political Economy 110 – Easterbrook and Fischel, Limited Liability and the Corporation, 52, U. Chi., L. Rev., 98, 1983.

.40

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.290 – 289 : 1986

-6

(Net Worth)

-7

1.(From Stakeholders to Shareholders)

-8

(Building of "

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Empires)

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(IntensiveWaves) "

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 (Stakeholders)

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2 Lynch & Steinberg, The Legitimacy of Defensive Tactics in Tenders Offers, 64 Connell L. Rev., 901, (1978).

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 (Value Efficient) " (Information Efficient)

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Protection of minority shareholders in the *event* of acquisition of shares of companies.

(Comparative study)

Prepared by: Muhammad Hussein Shamrock al-Mutairi

Under Supervision of Dr. / Omar Falah Alattiyn

Abstract

The purpose of the study is to reach whether the current rules governing the acquisition are enough to protect minority shareholders in case of acquisition of shares of companies or not?

This study aimed to demonstrate the comparative legislation to create a kind of protection to that minority through the procedures of the standards of authority's abuse by the majority or members of the Board of Directors or as well as abuse in using the right to judge the decisions of the General Assembly and how they affect on the minority of shareholders and the degree of their violation of equality, in the case of acquisition of companies' shares.

We have addressed in the introductory chapter the essence of the minority of shareholders and their acquisition of the shares of the companies through identifying the minority of shareholders in joint stock companies, and the definition of the acquisition and its procedures.

In the first chapter we dealt with the extent to which activation of the theory of the abuse in using the right, and the right of shareholder to refer to the judiciary through clarifying the rights of minority shareholders protection against arbitrary decisions, as well as recourse to the theory of abuse of the use of the right to protect the rights of minority of shareholders and legal methods to protect their rights.

On the another hand , we dealt in The second chapter with the aftermaths resulting from the implications of the acquisitions process and the legal rights of minority shareholders in joint stock companies, through showing the traces resulted by the acquisition process, and the legal rights of minority shareholders, then we passed on the legal traces of the acquisition process and traces of the acquisition on administrative , financial and economic structure of the company the acquired , as we approached the legal rights of minority shareholders, and the methods used by the minority shareholders when acquiring the company.

The researcher recommended the necessity of following the legislations and laws which regulate the acquisition process for clearing the legal essence and traces and to put and develop the laws of the stock market in effect in order to face the fever of acquisition which began to spread recently.

To put in effect the laws to protect The minority shareholders in joint stock companies because that the majority of the minority of shareholders could not claim for damage against the company because of the difficulty of proof of damage and the difficulty to follow-up disclosures processes by companies in the event of acquisition and in the case of following up the announcement in the manner which prevents the manipulation.